

# **Bylaws of Friends of Fort Flagler State Park**

Approved by Membership, April 2022

## **ARTICLE I Name**

The organization is incorporated under the laws of the State of Washington and the name of the corporation is: Friends of Fort Flagler State Park.

## **ARTICLE II Office Location**

The principal office and address of Friends of Fort Flagler State Park is:

Friends of Fort Flagler State Park  
10541 Flagler Road  
Nordland WA 98358

Friends of Fort Flagler State Park may have other offices as determined by the Board of Directors.

## **ARTICLE III Mission**

The mission of the Friends of Fort Flagler State Park is to restore, preserve, and protect the natural and historical resources of Fort Flagler, as well as to support the park staff.

In support of this mission, the Friends of Fort Flagler State Park shall:

- Receive and disseminate donated funds and in-kind donations for the benefit of Fort Flagler State Park;
- Enlist volunteer support for participation in activities and projects at Fort Flagler State Park, including, though not limited to the following:
  - a. Park maintenance, including buildings, structures, trails, grounds, and water resources
  - b. Interpretive education, including signs, seminars, and workshops, guided walks, and evening programs
  - c. Restorations, including buildings, piers, gun emplacements, landscaping, and facilities
  - d. Special events, such as clean-ups, community gatherings, and performances, including fund raising activities
  - e. Advocacy for the Park with governmental officials

All such activities shall be in accordance with the regulations, objectives, policies, procedures and plans of the Washington State Parks and Recreation Commission.

## **ARTICLE IV Membership**

Membership in Friends of Fort Flagler State Park shall be for persons or groups

who support the mission of the corporation, and who have paid membership dues for the current year. Each member shall have one vote at the Annual Meeting.

Annual membership dues shall be at levels set annually by the Board of Directors.

Staff of the Washington State Parks and Recreation Commission may participate in the activities of the corporation with no membership fees due, but may not vote in corporation decisions or elections.

## **ARTICLE V Meetings**

1. The members shall hold an annual meeting for the purpose of electing Directors and carrying out other business of the corporation. The annual meeting shall take place in November of each year, unless the Board of Directors fixes another date and notice is given to the members.
2. The Board of Directors, the President, or ten percent (10%) of the members may call a special meeting at any time.
3. Ten percent (10%) of the members shall constitute a quorum for the transaction of business at any meeting of the members.
4. Meetings may be held at such locations as designated by the Board of Directors. Meetings may also be held electronically.
5. Written, electronic, or public notification shall be provided to all members entitled to vote. Said notice shall state the meeting location, the date, the time, and the purpose of the meeting. Notice shall be delivered to each member not more than thirty (30) days or less than six (6) days in advance of the meeting date.
6. Any member who continues to meet the requirements for membership as set forth herein shall be considered an active member and may cast one vote on any matter submitted for a vote of the members. Members may vote by proxy upon written proof of proxy, or by mail as determined by the Board of Directors.

## **ARTICLE VI Board of Directors**

### **1. Powers and Duties**

The business and affairs of Friends of Fort Flagler State Park shall be governed and managed by its Board of Directors. The Board shall have the power and authority to make, modify, and repeal bylaws, rules, and regulations consistent with the laws of the State of Washington or the Articles of Incorporation of this corporation, which bylaws, rules and regulations shall guide the officers, agents, employees, and business activities of the corporation. The Board shall prescribe or agree upon compensation of any agents or employees of the corporation, and generally exercise all powers necessary for the transaction of corporation business.

## **2. Number, Qualifications, and Term**

The Board of Directors shall consist of not less than three nor more than thirteen persons elected at the annual meeting by the voting members, or at a special meeting called for that purpose. Each candidate for Director shall be an active member of the corporation. The Manager of Fort Flagler State Park shall be an additional non-voting member of the Board of Directors. The Board may fill any directorship vacancies when they occur. Board members may be removed if they miss more than 50% of meetings in a calendar year.

## **3. Meetings**

The Board of Directors shall meet at such times and locations as shall be designated by the President, or by the Vice-President in the absence of the President. Other special meetings may be held at the request of the President or a majority of the Directors.

## **4. Meeting Notice**

The Directors shall be notified by the President, or by the Vice-President acting in the President's absence on authority of the President, of the date, time, and location of any meeting of the Board. Such notice shall be given not more than thirty (30) days in advance, nor less than five (5) days in advance of the meeting date.

## **5. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of any business at a meeting of the Board.

## **6. Action without meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors, individually or collectively, consent in writing to the action, including electronic communication.

## **7. Compensation**

Directors and members of any committees shall serve without compensation but may receive reimbursement of proven expenses in accordance with policy set by the Board of Directors.

# **ARTICLE VII Officers**

## **1. Designation, Powers, and Duties**

The officers of the corporation shall be President, Vice-President, Secretary, Treasurer, and five members at large. All officers shall be active members of the corporation and shall be members of the Board of Directors. Employees of the Washington State Parks and Recreation Commission may not serve as officers of the corporation.

## **2. Election of Officers**

All officers shall be elected annually by a majority vote of the members at the annual meeting. Officers may be reelected if they otherwise qualify. Terms of office shall be for one year.

### 3. **Removal of Officers**

Any officer may be removed by a majority vote of the Board of Directors at any Board of Directors meeting.

### 4. **Vacancies**

Any vacancy occurring in any office for any reason may be filled by majority vote of the Board of Directors at any Board meeting for the remaining portion of the term of office.

### 5. **Responsibilities of Officers**

The responsibilities of each office shall be:

#### a. **President**

The President shall be the principal executive officer of the corporation and shall supervise and control the business and affairs of the corporation. The President shall preside at all membership meetings and meetings of the Board of Directors. The President may sign, with the Secretary, any deeds, contracts, or other instruments which the Board of Directors has authorized to be executed and shall perform all duties incident to such office and as prescribed by the Board of Directors. The President shall be an ex-officio member of all committees.

#### b. **Vice-President**

The Vice-President shall perform all duties of the President in the absence of the President or as otherwise assigned by the President or prescribed by the Board of Directors.

#### c. **Secretary**

The Secretary shall keep minutes of meetings of the members and meetings of the Board of Directors. The Secretary shall sign, with the President, any such documents as authorized by the Board of Directors and shall further be the custodian of those corporate records not held by the Treasurer. The Secretary shall give such notices of meetings as directed herein, shall keep records of the names and addresses of the members of the corporation, and shall perform other duties as assigned by the President or prescribed by the Board of Directors. The office of Secretary/Treasurer may be held by one person.

#### d. **Treasurer**

The Treasurer shall have custody of all funds and securities of the corporation, pay money (by check or cash) to satisfy obligations of the corporation, and keep accurate records thereof. The Treasurer shall deposit money in the name of the corporation, and keep records thereof, and perform such other duties as may be assigned by the President or prescribed by the Board of Directors. The office of Treasurer/Secretary may be held by one person.

## **Article VIII Committees**

The Board of Directors may establish committees as it deems necessary to achieve the goals and objectives of the corporation. Committees shall meet at such times and places as directed by the Board of Directors, or in the event no direction is given, then as agreed by the members of the committees.

## **Article IX Indemnification of Officers and Directors**

Each Director or Officer now or hereafter serving the Friends of Fort Flagler State Park, and each person who at the request or on the behalf of the Friends of Fort Flagler State Park is now serving, and their respective heirs, executors and administrators of each of them, shall be indemnified by the Friends of Fort Flagler State Park against all cost, expenses, judgments and liabilities, including attorneys' fees reasonably incurred by or imposed upon the Director or Officer in connection with or resulting from any action, suit or proceeding, civil or criminal, in which the Director or Officer is or may be made a party by reason of being or having been a Director or Officer at time of incurring such cost, expenses, judgments, and liabilities, except in relation to matters as to which that individual shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the performance of duty as Director or Officer. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall be exclusive of other rights to which such Director or Officer may be entitled as a matter of law.

## **Article X Corporate Records and Reports**

### **1. Records**

At its principal office, the corporation shall keep record of the names, addresses and telephone numbers of members; minutes of the proceedings of the meetings of its members, committees, and Board of Directors; and records of any documents executed by the Board of Directors, President and Secretary on behalf of the corporation, including the bylaws herein set forth. The Treasurer shall further keep such books of account as necessary to show business transactions of the corporation, the assets, the liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and such other financial records as prescribed by the Board of Directors.

### **2. Inspection of Records**

All records of the corporation shall be subject to review and audit by the Washington State Parks and Recreation Commission with respect to internal control or the financial and business operation, and to evaluate the benefits occurring to Fort Flagler State Park as a result of corporation activities. Such records may also be inspected by any member of the corporation for any proper purpose at any reasonable time.

### **3. Reports**

An annual report shall be available to all members and to the Washington State Parks and Recreation Commission prior to each annual meeting. The report shall detail receipts and disbursements, Board decisions and actions, and any other information required by law, or deemed appropriate by the Board of Directors.

## **Article XI Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

## **Article XII Affiliation with the Washington State Parks and Recreation Commission**

The operations of the corporation in Fort Flagler State Park are subject to and dependent upon execution of a formal written agreement with the Director of Washington State Parks and Recreation Commission or designee.

## **Article XIII Amendments**

### **1. Amendment by Membership**

The bylaws may be amended at a meeting of the members if notice setting forth the proposed amendment or summary of changes to be affected is provided in writing or electronically to each member entitled to vote at such meeting at the time the notice of the meeting is provided to the member. A proposed amendment shall be adopted upon receiving at least two-thirds

(2/3) of the votes which members present at such meeting or represented by proxy are entitled to cast. In any event, Article XII, Affiliation with the Washington State Parks and Recreation Commission, may be amended only to re-number the Article, and may not be deleted from these bylaws.

**2. Amendment by the Board of Directors**

These bylaws may be amended, altered or repealed by the affirmative vote of two-thirds (2/3) of the whole Board of Directors at any regular or special meeting of the Board, if notice of the meeting and intention to amend the bylaws at that meeting is given in writing or electronically to the membership; provided, however, that the Board of Directors shall not amend, alter or repeal any bylaw in such manner as to effect the qualifications, classifications, term of office, or compensation of the Directors in any way. Any action of the Board of Directors with respect to the amendment, alteration or repeal of these bylaws is hereby made expressly subject to change or repeal by the members of the Friends of Fort Flagler State Park

**Article XIV Limitations on Powers**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes, goals, and objectives set forth herein. Notwithstanding any other provision of these articles, the corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**Article XV Dissolution of the Corporation**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, and for a public purpose in furtherance of the mission of the corporation.

**CERTIFICATION OF PRESIDENT and SECRETARY**

We the undersigned certify that we are the present President and Secretary of Friends of Fort Flagler State Park, a corporation organized under the nonprofit laws of the State of Washington, and the above bylaws as adopted at a meeting of the Members held on April 5, 2022.



Mark Secord  
President



Rebecca Mermod  
Secretary